

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
W.R. GRACE & CO., *et al.*,)
Debtors.) Case No. 01-1139 (JKF)
) Jointly Administered
)
) Objection Date: February 5, 2010 at 4:00 p.m.
) Hearing Date: February 22, 2010 at 10:30 a.m.
Wilmington, Delaware

NOTICE OF MOTION

TO: ALL PARTIES ON THE MASTER SERVICE LIST

PLEASE TAKE NOTICE, that on December 31, 2009, W.R. Grace & Co., *et al.*, the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants' Representative, and the Official Committee of Equity Security Holders (collectively, the "Plan Proponents") filed and served the attached *Plan Proponents' Joint Motion for Entry of Order Approving Stipulation and Agreed Order Resolving Neutrality Objections to First Amended Joint Plan of Reorganization* (the "Motion"), with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 5th Floor, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE, that any responses to the Motion must be in writing and filed with the Bankruptcy Court on or before **February 5, 2010 at 4:00 p.m.**

PLEASE TAKE FURTHER NOTICE, that at the same time, you must also serve a copy of the response upon the undersigned counsel, so that it is received on or before **February 5, 2010 at 4:00 p.m.**

A HEARING ON THE MOTION WILL BE HELD on February 22, 2010 at 10:30 a.m. before the Honorable Judith K. Fitzgerald, United States Bankruptcy Court, 824 Market Street, 5th Floor, Wilmington, Delaware 19801.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF DEMANDED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: December 31, 2009

Respectfully submitted,

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